



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

No. **NOV 1 1985**

Date ..... October 31, 1985

Fee \$ 10.00

ICC Washington, D. C.

Mr. James H. Bayne

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

RECORDATION NO. 14711B  
5-3054026  
**NOV 1 1985 - 2 25 PM**  
INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series 5, Supplement No. 2,  
dated October 1, 1985

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 2, dated as of October 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of April 1, 1985.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14711.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, IL 60604

The Trustee:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series 5, is described on Exhibit 1.

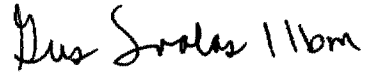
For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

*Charles E. [Signature]*  
551/1#22

Interstate Commerce Commission  
October 31, 1985  
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Gus Svolos" followed by a stylized flourish or initials.

Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

## [Equipment Trust, Series 5]

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	3000 HP Diesel Electric Locomotives, original GMC (EMD) Model SDP40F2; ATSF, Remanufacturer; Nos. 5261, to 5267, both inclusive	\$519,000	\$3,633,000
22	2000 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-38, ATSF, Remanufacturer; Nos. 2302, 2307, 2309, 2311, 2313, 2321, 2322, 2326, 2327, 2329, 2335, 2336, 2338, 2339, 2340, 2341, 2343, 2345, 2349, 2353, 2355, and 2358	\$443,870	\$9,765,140
20	2300 HP Diesel Electric Locomotives, original GMC (EMD) Model SD-39, ATSF, Remanufacturer, Nos. 1556 to 1575, both inclusive	\$408,400	\$8,168,000
24	3600 HP Diesel Electric Locomotives, original GMC (EMD) Model SD45, ATSF, Remanufacturer; Nos. 5381 to 5404, both inclusive	\$433,729	\$10,409,496
9	3600 HP Diesel Electric Locomotives, original GMC (EMD) Model SD45-2, ATSF, Remanufacturer; Nos. 7200 to 7208, both inclusive	\$564,222	\$5,077,998
37	3600 HP Diesel Electric Locomotives, original General Electric Model U36C, ATSF, Remanufacturer; Nos. 9500 to 9536, both inclusive	\$515,946	\$19,090,002
1	Diesel Electric Locomotives to be described by HP, model and number by Supplement to the Agreement and this Schedule A	\$564,000	\$564,000

(Revised 10/23/85)

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
20	2250 HP Diesel Electric Locomotives, original GMC (EMD) model GP-30; ATSF, Remanufacturer; Nos. 2704, 2705, 2716, 2721, 2727, 2731, 2732, 2734, 2736, 2743, 2745, 2747, 2748, 2753, 2754, 2764, 2770, 2773, 2780 and 2783	\$305,960	\$6,119,200
22	2500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-35; ATSF, Remanufacturer; Nos. 2805, 2811, 2821, 2823, 2825, 2837, 2839, 2842, 2845, 2846, 2850, 2851, 2853, 2859, 2863, 2865, 2867, 2871, 2872, 2896, 2911 and 2942	\$305,960	\$6,731,120
4	3600 HP Diesel Electric Locomotives (16 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5434 to 5437, both inclusive	\$662,490	\$2,649,960
21	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5325 to 5342 and 5344 to 5346, all inclusive	\$380,120	\$7,982,520
10	3600 HP Diesel Electric Locomotives SDF-45, original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5953, 5955, 5956, 5959, 5965, 5970, 5972, 5975, 5976 and 5981	\$424,580	\$4,245,800
6	3600 HP Diesel Electric Locomotives SDFP-45, original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5996, 5998, 5990, 5991, 5992 and 5997	\$386,710	<u>\$2,320,260</u>
203	TOTAL		<u>\$86,756,496</u>

(Revised 10/23/85)

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/1/85

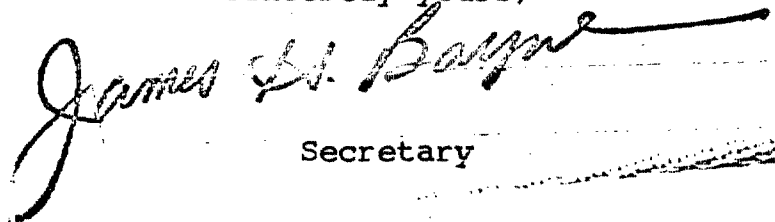
**OFFICE OF THE SECRETARY**

Gus Svolos  
The Atchison, Topeka & Santa Fe RYW.Co.  
80 East Jackson Blvd.  
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/1/85 at 2:35pm and assigned re-recording number(s). 14711-B

Sincerely yours,

  
Secretary

Enclosure(s)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES 5

RECORDED COPY NO. 14711-B  
FILED 1428

NOV 1 1985 -2 25 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of October 1, 1985, to the Equipment Trust Agreement, dated as of April 1, 1985 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), and Harris Trust and Savings Bank, as Trustee (the "Trustee"), by which The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 5, is created.

1. In accordance with Section 5.6 of the Agreement, the Company hereby states that certain identifying numbers assigned to the railroad equipment included in said Equipment Trust have been changed, as set forth on the Statement of Identifying Numbers, dated October 1, 1985, attached hereto as Exhibit 1.

2. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 2.

3. The Trustee hereby acknowledges receipt of said Statement and Schedule.

4. The Company shall cause this Supplement, together with said Statement and Schedule, to be filed and recorded with the Interstate Commerce Commission in the manner provided by Section 7.4 of the Agreement.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

ATTEST:

By *D. B. Ruegg*  
Executive Vice President

*T. M. McGovern*  
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

ATTEST:

By *P. S. Mason*  
Vice President

*J. Bartol*  
Assistant Secretary

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF C O O K    )

On this 25<sup>th</sup> day of October, 1985, before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Daum  
Notary Public

(Notarial Seal)

My Commission Expires June 21, 1988

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF C O O K    )

On this 28<sup>th</sup> day of October, 1985, before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. Mazzuca  
Notary Public

(Notarial Seal)

My Commission Expires JULY 12, 1989

October 1, 1985

## STATEMENT OF IDENTIFYING NUMBERS

EQUIPMENT TRUST, SERIES 5  
Dated April 1, 1985

<u>Number of Units</u>	<u>Description</u>	<u>First Remanufactured Numbers</u>	<u>Revised Remanufactured Numbers</u>
20	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD-39; ATSF Remanufacturer	4500, 4501, 4502, 4503, 4504, 4505, 4506, 4507, 4508, 4509, 4510, 4511, 4512, 4513, 4514, 4515, 4516, 4517, 4518, 4519	1556, 1557, 1558, 1559, 1560, 1561, 1562, 1563, 1564, 1565, 1566, 1567, 1568, 1569, 1570, 1571, 1572, 1573, 1574, 1575
9	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer	5800, 5801, 5802, 5803, 5804, 5805, 5806, 5807, 5808	7200, 7201, 7202, 7203, 7204, 7205, 7206, 7207, 7208



## [Equipment Trust, Series 5]

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(Revised 10/23/85)